

EXHIBIT B
PROPOSED ORDER

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket Nos. _____

**ORDER GRANTING DEBTORS' MOTION FOR LEAVE TO FILE A REPLY TO
WACHOVIA BANK'S RESPONSE TO DEBTORS' MOTION REQUESTING
APPROVAL OF A SETTLEMENT AGREEMENT WITH THE ALLIANZ COMPANIES**

Upon consideration of the Debtors' Motion for Leave to File a Reply to Wachovia Bank's Response to Debtors' Motion Requesting Approval of a Settlement Agreement with the Allianz Companies (the "Motion"), and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, it is hereby:

ORDERED, that the Motion is granted and the Debtors have leave to file a 5-page reply to Wachovia Bank's Response to the Debtors' Motion Requesting Approval of a Settlement Agreement with the Allianz Companies.

Dated: _____

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge